

*Law Offices*  
**ENGLAND & DONATO**

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

LEVI ENGLAND  
RICHARD T. DONATO, P.A.

7700 DAVIE ROAD EXTENSION  
HOLLYWOOD, FLORIDA 33024  
TELEPHONE (954) 964-0000  
FACSIMILE (954) 964-0005

L97000001317

November 20, 1997

Corporate Records Bureau  
Division of Corporations  
Attn: New Filings  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Southold Racing, LLC

Dear Sir(s):

Enclosed please find original Articles of Organization for the above-named corporation. I would appreciate your filing the corporation.

Also enclosed is our check in the amount of \$285.00 covering the filing fee and designation of registered agent.

Thank you.

Sincerely,

ENGLAND & DONATO

300002354109--8  
-11/21/97--01073--001  
\*\*\*285.00 \*\*\*285.00

Name	RICHARD T. DONATO, ESQUIRE
Availability	11/25/97 dce
RTD:bn	
Document	Enclosures
Examiner	BOC
Under	
File	c:\rtd\wp51\p51\corp\805.ltr
Under	
Verifier	2
Acknowledgement	BOC
W. P. Verifier	BOC

FILED  
97 NOV 21 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L97000001317

ARTICLES OF ORGANIZATION  
OF  
SOUTHOLD RACING, LLC.  
UNDER THE FLORIDA LIMITED LIABILITY COMPANY ACT

---

THE UNDERSIGNED, being a natural person of full age acting as organizer of Southold Racing, LLC. (the "Company") under the Florida Limited Liability Company Act hereby being formed under the Florida Limited Liability Company Act, certifies that:

ARTICLE 1. NAME. The name of the Company is Southold Racing, LLC.

ARTICLE 2. ADDRESS. The Company's address is

529 South Flagler Drive  
Suite 4H  
West Palm Beach, Florida 33401

ARTICLE 3. DURATION. The period of duration for the Company shall be until December 31, 2027.

ARTICLE 4. MANAGEMENT. The Company is to be managed by one manager and the name and address of such manager is:

Joseph Cornacchia  
529 South Flagler Drive  
Suite 4H  
West Palm Beach, Florida 33401

ARTICLE 5. REGISTERED AGENT. The Company's registered agent for service is:

Joseph Cornacchia  
529 South Flagler Drive  
Suite 4H  
West Palm Beach, Florida 33401

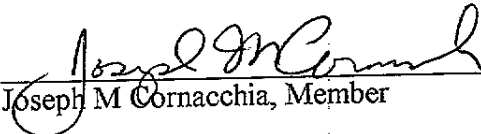
FILED  
97 NOV 21 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article 6. REGISTERED OFFICE. The Company's registered office is to be located at:

529 South Flagler Drive  
Suite 4H  
West Palm Beach, Florida 33401

ARTICLE 7. RIGHT TO ADMIT NEW MEMBERS. A new Member may be admitted into the Company only if: (i) the Manager approves of such admission; and (ii) said new Member executes such instruments as the Manager determines are necessary or desirable to effect such admission and to confirm the agreement of the Person or entity being admitted to be bound by all of the covenants, terms and conditions of the operating Agreement then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of the Company in an amount to be determined by the Manager at the time of said admission in accordance with the Operating Agreement.

IN WITNESS WHEREOF, I have subscribed this Certificate and do hereby affirm the foregoing as true under penalties of perjury, this 3<sup>rd</sup> day of November 1997.

  
Joseph M Cornacchia, Member

SECRETARY, STATE  
TALLAHASSEE, FLORIDA

97 NOV 21 AM 9:00

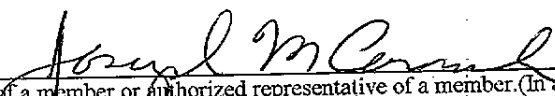
FILED

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Southold Racing, LLC, deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is: \$700,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is: \$ --
- 4) the amount of cash or property anticipated to be contributed by member(s) is<sup>1</sup>: \$ --
- 5) the total amount of 2, 3, and 4 is \$700,000.00

FILED  
97 NOV 21 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member. (In accordance with section 608.408(3) Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

<sup>1</sup> Does not include capital call contributions on a quarterly basis of at least \$2,000.00 per membership Unit.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 60.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Southold Racing, LLC.

2. The name and address of the registered agent and office is:

Joseph Cornacchia  
(Name)

529 South Flagler Drive, Suite 4H  
PO. Box or Mail Drop NOT Acceptable)

West Palm, Florida 33401  
(City/State/zip)

FILED  
97 NOV 21 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Joseph Cornacchia  
(Signature)

11/21/97  
(Date)